



**NORFOLK  
SOUTHERN**

Norfolk Southern Corporation  
Law Department  
Three Commercial Place  
Norfolk, Virginia 23510-2191

RECORDATION NO. 8815 FILED 1425

JUL 21 1992 9 55 AM

INTERSTATE COMMERCE COMMISSION

J. Gary Lane  
Senior General Attorney

Writer's Direct Dial Number  
(804) 629-2818

July 15, 1992

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of June 18, 1992. The primary document to which this is connected is recorded under Recordation No. 8815.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: Chemical Bank  
55 Water Street  
New York, NY 10041

LESSEE/GUARANTOR: Norfolk Southern Railway Company  
(formerly Southern Railway Company)  
Three Commercial Place  
Norfolk, VA 23510

The equipment originally covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
18	MP-15 Diesel-Electric Locomotives	BB	2356-2373
100	Automatic Bottom Dump Hoppers	HTS	79425-79524

75 70-ton Flat Cars

FM

152000-152074

A fee of \$16.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated June 18, 1992, to terminate Equipment Trust Agreement with Recordation No. 8815, dated May 15, 1977, and covering 18 diesel-electric locomotives numbered 2356-2373, 100 bottom dump hopper cars numbered 79424-79524, and 75 flat cars numbered 152000-152074, all inclusive.

Very truly yours,



J. Gary Lane

jgl  
encl.

**Interstate Commerce Commission**  
Washington, D.C. 20423

7/21/92

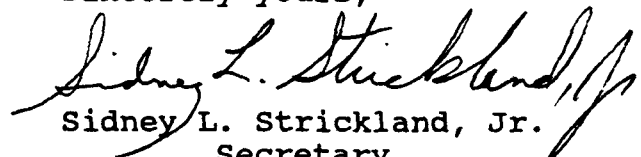
OFFICE OF THE SECRETARY

J. Gary Lane  
Senior General Attorney  
Norfolk Southern Corporation  
Three Commercial Place  
Norfolk, VA. 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/21/92 at 9:55am , and assigned recordation number(s). 8815-G

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

SOUTHERN RAILWAY EQUIPMENT TRUST  
No. 3 of 1977

REGISTRATION NO. 8815-14

JUL 21 1992 8 55 AM

INTERSTATE COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of May 15, 1977, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 3 of 1977 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and the dividends due thereon or dividend warrants attached thereto, if any, issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the Trust Equipment (as therein defined) subject to the Agreement and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto and its corporate seal to be affixed and attested by its duly authorized officers, this 18<sup>th</sup> day of JUNE, 1992.

CHEMICAL BANK, as Trustee

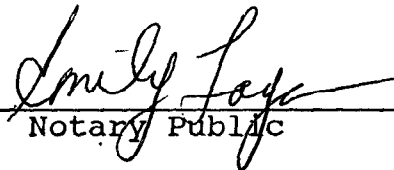
By: [Signature]  
Title: SENIOR TRUST OFFICER

ATTEST:

[Signature]  
Assistant Secretary

STATE OF )  
 )  
 COUNTY OF )

On this 18<sup>TH</sup> day of JUNE, 1992, before me,  
 a Notary Public, personally appeared J. MURRAY,  
 to me personally known, who, being by me duly sworn, says he is a  
 SENIOR TRUST OFFICER of Chemical Bank, that the seal  
 affixed to the foregoing instrument is the corporate seal of said  
 corporation, that said instrument was signed and sealed on behalf  
 of said corporation by authority of its Board of Directors, and  
 he acknowledged that the execution of the foregoing instrument  
 was the free act and deed of said corporation.

  
 Notary Public

My commission expires:

EMILY FAYAN  
 Notary Public, State of New York  
 No. 24-4737006  
 Qualified in Kings County  
 Certificate Filed in New York County  
 Commission Expires December 31, 1993